

FORM D

**PROCESSED**  
**APR 13 2008**  
**THOMSON**  
**FINANCIAL**

UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES  
 PURSUANT TO REGULATION D,  
 SECTION 4(6), AND/OR  
 UNIFORM LIMITED OFFERING EXEMPTION

1432120

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	April 30 2008
Estimated average burden hours per response.....	16.00

SEC USE ONLY	
Prehs	Serial
DATE RECEIVED	

Name of Offering ( ☐ check if this is an amendment and name has changed, and indicate change.)

Common Stock Offering

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOEType of Filing: ☒ New Filing ☐ Amendment

SEC  
 Mail Processing  
 Section

## A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

APR 08 2008

Name of Issuer ( ☐ check if this is an amendment and name has changed, and indicate change.)

Phigenix, Inc.

Washington, DC

Address of Executive Offices (Number and Street, City, State, Zip Code)

191 Peachtree Street, Suite 3300 Atlanta, GA 30303

Telephone Number (Including Area Code)

702

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

Telephone Number (Including Area Code)

Brief Description of Business

develops cancer chemo-preventive and therapeutic drugs as well as cancer diagnostic tools

Type of Business Organization

☒ corporation☐ limited partnership, already formed☐ other (please specify):☐ business trust☐ limited partnership, to be formedActual or Estimated Date of Incorporation or Organization: Month Year ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction) ☐ ☐

## GENERAL INSTRUCTIONS

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice: must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

## State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not  
 required to respond unless the form displays a currently valid OMB control number.

1 of 9

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Donald, Carlton D.

Business or Residence Address (Number and Street, City, State, Zip Code)  
191 Peachtree Street Suite 3300 Atlanta GA 30303

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

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Full Name (Last name first, if individual)

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Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

## B. INFORMATION ABOUT OFFERING

- |  |  |                          |                                     |
|--|--|--------------------------|-------------------------------------|
|  |  | Yes                      | No                                  |
| 1.   | Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| Answer also in Appendix, Column 2, if filing under ULOE. |  |                          |                                     |
| 2.   | What is the minimum investment that will be accepted from any individual? .....  | \$ _____                 |                                     |
|  |  | Yes                      | No                                  |
| 3.   | Does the offering permit joint ownership of a single unit? .....   | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4.   | Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. |                          |                                     |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) ☐ All States

AL AK AZ AR CA CO CT DE DC FL GA HI ID  
IL IN IA KS KY LA ME MD MA MI MN MS MO  
MT NE NV NH NJ NM NY NC ND OH OK OR PA  
RI SC SD TN TX UT VT VA WA WV WI WY PR

[illegible]

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers  
(Check "All States" or check individual States) ..... ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ .....	\$ .....
Equity .....	\$ 3,000,000.00	\$ 445,000.00
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ .....	\$ .....
Partnership Interests .....	\$ .....	\$ .....
Other (Specify .....) .....	\$ .....	\$ .....
Total .....	\$ 3,000,000.00	\$ 445,000.00

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	4	\$ 445,000.00
Non-accredited Investors .....	.....	\$ .....
Total (for filings under Rule 504 only) .....	.....	\$ .....

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505 .....	.....	\$ .....
Regulation A .....	.....	\$ .....
Rule 504 .....	.....	\$ .....
Total .....	.....	\$ 0.00

- 4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/> \$ .....
Printing and Engraving Costs .....	<input type="checkbox"/> \$ .....
Legal Fees .....	<input checked="" type="checkbox"/> \$ 5,000.00
Accounting Fees .....	<input type="checkbox"/> \$ .....
Engineering Fees .....	<input type="checkbox"/> \$ .....
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$ .....
Other Expenses (identify) <u>Blue Sky</u> .....	<input checked="" type="checkbox"/> \$ 300.00
Total .....	<input type="checkbox"/> \$ 5,300.00

### C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer."


\$ 2,994,700.00

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Purchase of real estate .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Repayment of indebtedness .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Working capital .....	<input type="checkbox"/> \$ .....	<input checked="" type="checkbox"/> \$ 439,700.00
Other (specify): .....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
.....	<input type="checkbox"/> \$ .....	<input type="checkbox"/> \$ .....
Column Totals .....	<input type="checkbox"/> \$ 0.00	<input type="checkbox"/> \$ 439,700.00
Total Payments Listed (column totals added) .....	<input type="checkbox"/> \$ 439,700.00	

### D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Phigenix, Inc.	Signature 	Date March 27, 2008
Name of Signer (Print or Type) Carlton D. Donald, Ph.D	Title of Signer (Print or Type) President	

### ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

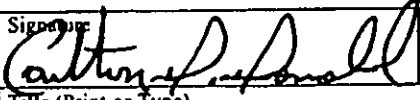
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes ☐ No ☒

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) Phigenix, Inc.	Signature 	Date March 27, 2008
Name (Print or Type) Carlton D. Donald, Ph.D	Title (Print or Type) President	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1  State	2  Intend to sell to non-accredited investors in State (Part B-Item 1)		3  Type of security and aggregate offering price offered in state (Part C-Item 1)	4  Type of investor and amount purchased in State (Part C-Item 2)				5  Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		x							
CO									
CT									
DE									
DC									
FL									
GA		x							
HI									
ID									
IL									
IN									
IA									
KS									
KY									
LA									
ME									
MD									
MA		x							
MI									
MN									
MS									

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MO									
MT									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC		X	Common Stock	4	\$455,000.00				
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									



**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
WY									
PR									

## FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned **Phigenix, Inc.**, a corporation organized under the laws of the State of Georgia, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

**Carlton D. Donald, PhD., President**

(Name)

**191 Peachtree Street, Suite 3300 Atlanta, GA 30303**

(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated officer of that State as its attorney in that State for receipt of service of process:

<input type="checkbox"/> ALABAMA	Secretary of State	<input type="checkbox"/> FLORIDA	Comptroller, Department of Banking and Finance
<input type="checkbox"/> ALASKA	Administrator, Commissioner of Commerce and Economic Development	<input type="checkbox"/> GEORGIA	Commissioner of Securities (Secretary of State)
<input type="checkbox"/> ARIZONA	Corporation Commission	<input type="checkbox"/> GUAM	Securities Administrator (Director of Finance)
<input type="checkbox"/> ARKANSAS	Securities Commissioner	<input type="checkbox"/> HAWAII	Commissioner of Securities
<input type="checkbox"/> CALIFORNIA	Commissioner of Corporations	<input type="checkbox"/> IDAHO	Director, Department of Finance
<input type="checkbox"/> COLORADO	Securities Commissioner	<input type="checkbox"/> ILLINOIS	Secretary of State
<input type="checkbox"/> CONNECTICUT	Banking Commissioner, Department of Banking	<input type="checkbox"/> INDIANA	Secretary of State
<input type="checkbox"/> DELAWARE	Securities Commissioner	<input type="checkbox"/> IOWA	Administrator, Commissioner of Insurance
<input type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission	<input type="checkbox"/> KANSAS	Secretary of State
<input type="checkbox"/> KENTUCKY	Commissioner, Financial Institutions	<input type="checkbox"/> OHIO	Secretary of State
<input type="checkbox"/> LOUISIANA	Commissioner, Financial Institutions	<input type="checkbox"/> OKLAHOMA	Securities Administrator

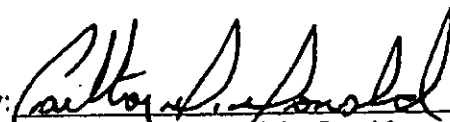
___ MAINE	Securities Administrator	___ OREGON	Director, Department of Consumer/Business Services
___ MARYLAND	Securities Commissioner	*** PENNSYLVANIA	Not Required
___ MASSACHUSETTS	Secretary of Commonwealth	___ PUERTO RICO	Commissioner of Financial Institutions (Administrator)
___ MICHIGAN	Administrator, Corporation and Securities Bureau - Department of Commerce	___ RHODE ISLAND	Director, Business Regulation
___ MINNESOTA	Commissioner of Commerce	X SOUTH CAROLINA	<del>Attorney General</del> Secretary of State (Securities Commissioner)
___ MISSISSIPPI	Secretary of State	___ SOUTH DAKOTA	Director, Securities Division
___ MISSOURI	Securities Commissioner	___ TENNESSEE	Commissioner, Commerce and Insurance
___ MONTANA	State Auditor, Securities Commissioner	___ TEXAS	Securities Commissioner
*** NEBRASKA	Not Required	___ UTAH	Director, Securities Division
___ NEVADA	Administrator, Securities Division	___ VERMONT	Commissioner of Banking, Insurance and Securities
___ NEW HAMPSHIRE	Secretary of State	___ VIRGINIA	Clerk, State Corporation Commission
___ NEW JERSEY	Chief, Securities Bureau	___ WASHINGTON	Director, Financial Institutions
___ NEW MEXICO	Director, Securities Division	___ WEST VIRGINIA	Securities Commissioner (State Auditor)
___ NEW YORK	Secretary of State	___ WISCONSIN	Division of Securities
___ NORTH CAROLINA	Secretary of State (Administrator)	___ WYOMING	Secretary of State
___ NORTH DAKOTA	Securities Commissioner		

Dated this 27<sup>th</sup> day of March, 2008.

PHIGENIX, INC.

[CORPORATE SEAL]

By:

  
Carlton D. Donald, PhD., President

## CORPORATE ACKNOWLEDGMENT

State of Georgia

County of Fulton

On this 27<sup>th</sup> day of March, 2008, before me Latanya Ferrell, the undersigned officer, personally appeared Carlton D. Donald, PhD. known personally to me to be the President of Phigenix, Inc., a Georgia corporation, and acknowledged that he, as an officer being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

  
\_\_\_\_\_  
Notary Public/Commissioner of Oaths

[NOTARY SEAL]

My Commission Expires: **LATANYA FERRELL**  
NOTARY PUBLIC, FULTON COUNTY, GEORGIA  
My Commission Expires February 28, 2011



MORRIS, MANNING & MARTIN, LLP  
ATTORNEYS AT LAW

April 1, 2008

Scott Cross  
404-504-7633  
scross@mmlaw.com  
www.mmlaw.com

**VIA FEDERAL EXPRESS**

U. S. Securities and Exchange Commission  
Attn: Document Control  
450 Fifth Street N.W.  
Washington, D.C. 20549

**Re: Phigenix, Inc.**

Dear Ladies/Gentleman:

On behalf of our client, **Phigenix, Inc.** (the "Issuer"), enclosed please find five (5) copies, one of which is manually signed, of an executed Form D, Notice of Sale of Securities, in connection with the Issuer's limited securities offering pursuant to Rule 506 of Regulation D, promulgated under the Securities Act of 1933.

Please acknowledge receipt of the enclosed documents by stamping the enclosed copy of this letter as "Received" and returning it to the undersigned in the enclosed self-addressed, stamped envelope.

If you have any questions or require additional information regarding this Form D filing, please contact me at 404-504-7763.

Sincerely,

Scott Cross

Enclosures

Atlanta  
404.233.7000

1600 Atlanta Financial Center  
3343 Peachtree Road, N.E.  
Atlanta, Georgia 30326-1044  
Fax: 404.365.9532

With offices in

Washington, D.C.  
Charlotte, North Carolina

**MORRIS MANNING & MARTIN LLP**  
 Order ID: POA 4042337000  
 5000 Cross  
 ATTORNEYS AT LAW

Morris Manning & Martin  
 1600 Atlanta Financial Center  
 3343 Peachtree Road, N.E.  
 Atlanta, GA 30326



CL512797/12/04

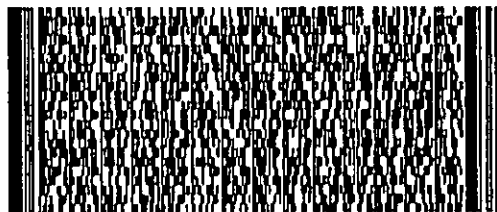
Ship Date: 01APR08  
 ActWgt: 1 LB  
 System#: 5904221/INET8011  
 Account#: S \*\*\*\*\*

Delivery Address Bar Code

Ref # 20481/63353  
 Invoice #  
 PO #  
 Dept #

SHIP TO: 4045047633 BILL SENDER  
**Securities and Exchange Commission**  
**Document Control**  
**450 Fifth Street N.W.**

**Washington, DC 20549**



TRK#  
 0201 7909 7809 9623

TUE - 08APR A2  
**PRIORITY OVERNIGHT**

**NE YKNA**

**20549**  
**DC-US**  
**IAD**

**Shipping Label: Your shipment is complete**

1. Use the 'Print' feature from your browser to send this page to your laser or inkjet printer.
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3. Place label in shipping pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.

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FedEx will not be responsible for any claim in excess of \$100 per package, whether the result of loss, damage, delay, non-delivery, misdelivery, or misinformation, unless you declare a higher value, pay an additional charge, document your actual loss and file a timely claim. Limitations found in the current FedEx Service Guide apply. Your right to recover from FedEx for any loss, including intrinsic value of the package, loss of sales, income interest, profit, attorney's fees, costs, and other forms of damage whether direct, incidental, consequential, or special is limited to the greater of \$100 or the authorized declared value. Recovery cannot exceed actual documented loss. Maximum for items of extraordinary value is \$500, e.g. jewelry, precious metals, negotiable instruments and other items listed in our Service Guide. Written claims must be filed within strict time limits, see current FedEx Service Guide.

Atlanta  
 404.233.7000

1600 Atlanta Financial Center  
 3343 Peachtree Road, N.E.  
 Atlanta, Georgia 30326-1044  
 Fax: 404.365.9532

With offices in | Washington, D.C.  
 | Charlotte, North Carolina

THE FACE OF THIS DOCUMENT CONTAINS A COLORED BACKGROUND WITH A VOID FEATURE

**MORRIS, MANNING & MARTIN, L.L.P.**

GENERAL ACCOUNT  
1600 ATLANTA FINANCIAL CENTER  
3343 PEACHTREE ROAD, N.E.  
ATLANTA, GEORGIA 30326  
(404) 233-7000

224088

PAY THREE HUNDRED AND 00/100 DOLLARS.

TO THE  
ORDER OF

Attorney General

DATE  
04-02-08

AMOUNT  
\$300.00

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Request Number: 133044  
Check Date: Apr 02/08

Check Number: 224088

to: Attorney General

Inv. Date	GA Acct	Client	Matr	Narrative
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VENDOR: Attorney General; INVOICE#: SC-04/01/08-SC; DATE: 4/2/  
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MORRIS, MANNING & MARTIN, LLP  
ATTORNEYS AT LAW

April 1, 2008

Scott Cross  
404-504-7633  
scross@mmmlaw.com  
www.mmmlaw.com

**VIA FEDERAL EXPRESS**

Office of the Attorney General  
Division of Securities  
1000 Assembly Street  
Rembert C Dennis Office Building  
Columbia, SC 29201

Re: Phigenix, Inc.

Ladies/Gentlemen:

On behalf of our client, Phigenix, Inc. (the "Issuer"), please find enclosed the following documents in connection with the Issuer's limited securities offering pursuant to Rule 506 of Regulation D, promulgated under the Securities Act of 1933:

1. Notice on Form D;
2. Form U-2, Uniform Consent to Service of Process; and
3. A check in the amount of \$300.00 in payment of the required filing fee.

This Notice is being filed pursuant to the South Carolina Securities Act and The National Securities Markets Improvement Act of 1996.

The officers and directors sold the securities with no commissions or other remuneration directly or indirectly.

Please acknowledge receipt of the enclosed documents by stamping the enclosed copy of this letter as "Received" and returning it in the enclosed self-addressed stamped envelope.

If you have any questions concerning the enclosed Notice Filing or require additional information, please contact the undersigned at 404-504-7633

Sincerely,

Scott Cross  
Paralegal

Enclosures

Atlanta  
404.233.7000  
1600 Atlanta Financial Center  
3343 Peachtree Road, N.E.  
Atlanta, Georgia 30326-1044  
Fax: 404.365.9532

With offices in  
Washington, D.C.  
Charlotte, North Carolina



**MM MORRIS MANNING & MARTIN LLP**  
 Order ID: PDNA 1804233-7000  
 JUNE 08  
 ATTORNEYS AT LAW  
 Morris Manning & Martin  
 1600 Atlanta Financial Center  
 3343 Peachtree Road, N.E.  
 Atlanta, GA 30326

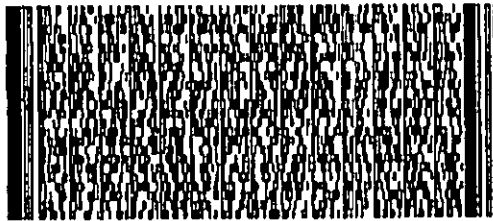


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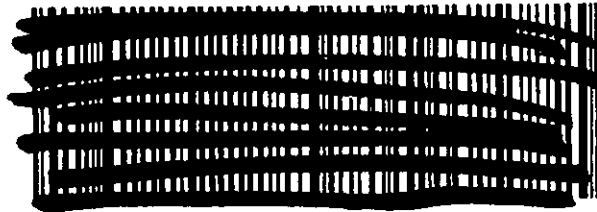


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END